

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

RECORDATION NO. 21897 FILED

DEC 23 '98

12-50 PM

ALVORD AND ALVORD

ATTORNEYS AT LAW

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WASHINGTON, D.C.

20006-2973

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

December 23, 1998

RECORDATION NO. 21897-ABCD FILED

DEC 23 '98

12-50 PM

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Re: NorRail (1998A-2)

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are six (6) copies of a Memorandum of Lease Agreement (1998A-2), dated as of December 22, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents; and six (6) copies of each of the following secondary documents related thereto: a Memorandum Lease Supplement (1998A-2) No. 1, dated December 23, 1998, Trust Indenture and Security Agreement (1998A-2), dated as of December 22, 1998, Indenture Supplement (1998A-2) No. 1, dated December 23, 1998 and Lease Assignment (1998A-2), dated as of December 22, 1998.

The names and addresses of the parties to the enclosed documents are:

Lease Agreement  
Lease Supplement No. 1

Owner Trustee/Lessor: First Omni Bank, National Association  
499 Mitchell Street  
Millsboro, Delaware 19966

Lessee: NorRail, Inc.  
308 12<sup>th</sup> Avenue South  
Buffalo, Minnesota 55313

Mr. Vernon A. Williams  
December 23, 1998  
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Indenture and Security Agreement  
Indenture Supplement No. 1  
and Lease Assignment

Owner Trustee/  
Assignor: First Omni Bank, National Association  
499 Mitchell Street  
Millsboro, Delaware 19966

Indenture Trustee/  
Assignee Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

A description of the railroad equipment covered by the enclosed documents is:

one hundred and seventy (170) boxcars bearing ATW reporting marks  
and road numbers 120001 through 120170, inclusive

Also enclosed is a check in the amount of \$130.00 payable to the order of the  
Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Date: 12/23/98

Robert W. Alvord  
Alvord And Alvord  
918 Sixteenth St., NW., Ste. 200  
Washington, DC., 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 12/23/98 at 12:50 PM , and

assigned recordation number(s). 21896, 21896-A, 21896-B, 21896-C, 21896-D,  
21897, 21897-A, 21897-B, 21897-C and 21897-D.

Sincerely Yours,

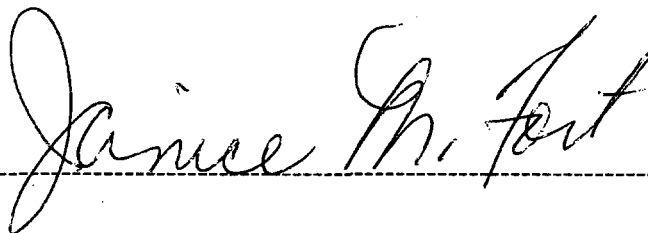
  
Vernon A. Williams

Enclosure(s)(10)

260.00

\$\_\_\_\_\_ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature \_\_\_\_\_



RECORDATION NO. 21899 FILED  
DEC 23 '98 12-50 PM  
MEMORANDUM OF INDENTURE SUPPLEMENT (1998A-2) NO. 1

MEMORANDUM OF INDENTURE SUPPLEMENT (1998A-2) NO. 1, made and entered into December 23, 1998 by and between FIRST OMNI BANK, NATIONAL ASSOCIATION, a national banking association, not in its individual capacity but solely as Owner Trustee under the Trust Agreement (1998A-2) dated as of December 22, 1998, as Owner Trustee (the "Owner Trustee") and WILMINGTON TRUST COMPANY, a Delaware banking corporation, as Indenture Trustee (the "Indenture Trustee").

WITNESSETH:

1. The undersigned have entered into that certain Indenture and Security Agreement (1998A-2) (the "Indenture"), dated as of December 22, 1998, by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of certain obligations as described in the Indenture.
2. A memorandum of said Indenture is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.
3. The undersigned have entered into that certain Indenture Supplement (1998A-2) No. 1, dated December 23, 1998, relating to the above-described Indenture and extending the Owner Trustee's grant of a security interest therein to railroad rolling stock bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

FIRST OMNI BANK, NATIONAL  
ASSOCIATION, not in its individual  
capacity but solely as Owner Trustee under  
the Trust Agreement (1998A-2) dated as of  
December 22, 1998.

By: Robert D. Brown  
Name: Robert D. Brown  
Title: Vice President

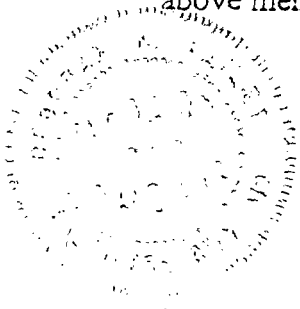
WILMINGTON TRUST COMPANY

By: \_\_\_\_\_  
Name:  
Title:

STATE OF )  
 ) SS.: MARYLAND  
CITY OF ) BALTIMORE

On this, the 21<sup>st</sup> day of December, 1998, before me, a Notary Public in and for said City and State, personally appeared Robert S. Brown, who being by me duly sworn, says that (s)he is the Vice President of FIRST OMNI BANK, NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee under the Trust Agreement (1998A-2) dated as of December 22, 1998, that said instrument was signed on December 21, 1998 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation, as Owner Trustee.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Deborah K. Bailey

Name: Deborah K. Bailey  
Notary Public

My Commission Expires: 4/13/2002  
Residing in Baltimore City

## MEMORANDUM OF INDENTURE SUPPLEMENT (1998A-2) NO. 1

MEMORANDUM OF INDENTURE SUPPLEMENT (1998A-2) NO. 1, made and entered into December 22, 1998 by and between FIRST OMNI BANK, NATIONAL ASSOCIATION, a national banking association, not in its individual capacity but solely as Owner Trustee under the Trust Agreement (1998A-2) dated as of December 22, 1998, as Owner Trustee (the "Owner Trustee") and WILMINGTON TRUST COMPANY, a Delaware banking corporation, as Indenture Trustee (the "Indenture Trustee").

### WITNESSETH:

1. The undersigned have entered into that certain Indenture and Security Agreement (1998A-2) (the "Indenture"), dated as of December 22, 1998, by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of certain obligations as described in the Indenture.

2. A memorandum of said Indenture is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Indenture Supplement (1998A-2) No. 1, dated December 22, 1998, relating to the above-described Indenture and extending the Owner Trustee's grant of a security interest therein to railroad rolling stock bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

FIRST OMNI BANK, NATIONAL  
ASSOCIATION, not in its individual  
capacity but solely as Owner Trustee under  
the Trust Agreement (1998A-2) dated as of  
December 22, 1998.

By: \_\_\_\_\_  
Name:  
Title:

WILMINGTON TRUST COMPANY, not  
in its individual capacity but solely as  
Indenture Trustee

By: \_\_\_\_\_  
Name: **JAMES P. LAWLER**  
Title: **Vice President**

STATE OF ~~Delaware~~ )  
COUNTY OF ~~New Castle~~ ) SS.:

On this, the 21<sup>st</sup> day of December 1998, before me, a Notary Public in and for said County and State, personally appeared James P. Lawler, who being by me duly sworn, says that (s)he is the Vice President of WILMINGTON TRUST COMPANY, not in its individual capacity but solely as Indenture Trustee, that said instrument was signed on December \_\_, 1998 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: Joshua J. Pedelini

Name:

Notary Public

**My Commission Expires:**

Residing in

**KATHLEEN A. PEDELINI**  
**NOTARY PUBLIC-DELAWARE**  
 My Commission Expires Oct. 31, 2002

## EXHIBIT A

Equipment	Quantity	Road Numbers
60' (286,000 lb.) Plate E-104 Ton Boxcars manufactured in 1998 by Gunderson	170	ATW 120001 through ATW 120170, inclusive